

EXHIBIT B

Articles of Incorporation

and

Certificate of Authority to Transact Business

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of GLOBAL INTERNETWORKING, INC..

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
September 13, 2001*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

**ARTICLES OF AMENDMENT
OF
GLOBAL INTERNETWORKING, INC.**

I, the undersigned, President of Global Internetworking, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia, pursuant to the provisions of Chapter 9 of Title 13.1 of the Code of Virginia (1950), as amended, do hereby submit the following Articles of Amendment pursuant to Section 13.1-706 of the Code.

1. The name of the corporation is Global Internetworking, Inc.
2. Article IV of the Articles of Incorporation, as amended, is hereby deleted in its entirety and replaced with the following:
 - (a) The Corporation shall be authorized to issue two (2) classes of stock. The number of shares of each class of stock which the corporation shall have the authority to issue and the par value per share shall be as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock-Class A	9,000,000	\$1.00
Common Stock-Class B	1,000,000	\$1.00

(b) Common Stock - Class A: The holders of Class A Common Stock shall have all the rights of stockholders as provided in the laws of the Commonwealth of Virginia.

(c) Common Stock - Class B: The holders of Class B Common Stock shall have all the rights of a stockholder as provided in the laws of the Commonwealth of Virginia except the right to vote.

3. The amendment to the Articles of Incorporation increase the authorized shares by 9,925,000.
4. That effective upon the approval of these Articles of Amendment by the State Corporation Commission, each issued and outstanding share of common stock shall automatically, and without any action by the holder thereof, be reclassified into 100 shares of common stock of the Corporation, par value \$1.00.
5. The amendment to the Articles of Incorporation require shareholder approval.
6. In accordance with Article 11, Chapter 9, Title 13.1 of the Code of Virginia 1950 as amended, the amendment set forth above was found to be in the best interests of the

corporation and was directed to be submitted to a vote at a meeting of the shareholders by unanimous consent of the Board of Directors effective January 18, 2000.

6. These Articles of Amendment were adopted by unanimous consent of the Shareholders effective January 18, 2000.

7. The remaining provisions of the Articles of Incorporation are unchanged.

IN WITNESS WHEREOF, the undersigned hereby subscribes his name this ____ day of January, 2000.

GLOBAL INTERNETWORKING, INC.

By: 

D. Michael Keenan, President

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

February 4, 2000

The State Corporation Commission has found the accompanying articles submitted on behalf of
GLOBAL INTERNETWORKING, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective February 4, 2000, at 08:13 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

00-01-31-0069
AMENDACPT
C180438

ARTICLES OF AMENDMENT

OF

GLOBAL INTERNETWORKING, INC.

I, the undersigned, President of Global Internetworking, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia, pursuant to the provisions of Chapter 9 of Title 13.1 of the Code of Virginia (1950), as amended, does hereby submit the following Articles of Amendment pursuant to Section 13.1-706 of the Code.

1. The name of the corporation is Global Internetworking, Inc.

2. Article IV of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

(a) The Corporation shall be authorized to issue two (2) classes of stock. The number of shares of each class of stock which the corporation shall have the authority to issue and the par value per share shall be as follows:

CLASS	Number of Shares	Par Value
Common Stock-Class A	50,000	\$1.00
Common Stock-Class B	25,000	\$1.00

(b) ~~Common Stock - Class A:~~ The holders of Class A Common Stock shall have all the rights of stockholders as provided in the laws of the Commonwealth of Virginia.

(c) ~~Common Stock - Class B:~~ The holders of Class B Common Stock shall have all the rights of a stockholder as provided in the laws of the Commonwealth of Virginia except the right to vote.

3. The amendments to the Articles of Incorporation increase the authorized shares by 50,000.

4. The amendments to the Articles of Incorporation require shareholder approval.

5. In accordance with Article 11, Chapter 9, Title 13.1 of the Code of Virginia 1950, as amended, the amendments set forth above were found to be in the best interests of the corporation and were directed to be submitted to a vote at a meeting of the shareholders by unanimous consent of the Board of Directors on October 1, 1998.

6. These Articles of Amendment were adopted by unanimous consent of the Shareholders on October 1, 1998.

6. The remaining provisions of the Articles of Incorporation are unchanged.

IN WITNESS WHEREOF, the undersigned hereby subscribes his name this 1st day of October, 1998.

GLOBAL INTERNETWORKING, INC.

By: [Signature]
D. Michael Keenan, President

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

October 21, 1998

The State Corporation Commission has found the accompanying
articles submitted on behalf of

GLOBAL INTERNETWORKING, INC.

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective October 21,
1998 at 02:56 PM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20436
98-10-13-0125

ARTICLES OF INCORPORATION
OF
GLOBAL INTERNETWORKING, INC.

This is to certify that we, the undersigned, do hereby establish a corporation in and by virtue of the provisions of Chapter 9, Title 13.1, Code of Virginia 1950, and acts amendatory thereof, for the purpose of and in the corporate name hereinafter mentioned, and to that end, do by these Articles of Incorporation set forth as follows: to-wit:

ARTICLE I

The name of the corporation is GLOBAL INTERNETWORKING, INC.

ARTICLE II

The address of the initial registered office of the corporation shall be 8133 Leesburg Pike, Vienna, Fairfax County, Virginia 22182; and the name of the initial registered agent for the said corporation shall be Rees, Broome & Diaz, P.C., which is a professional corporation registered under the provisions of §54.1-3902 of the Code of Virginia, as amended, and whose business office is the same as the registered office herein.

ARTICLE III

The purpose for which this corporation is formed and the powers to be executed by this corporation are as follows:

(a) To act as an inter-exchange reseller, providing private data transmission lease lines to customers such as internet service providers and local carriers.

(b) To have perpetual use of its corporate name.

(c) To sue and be sued, complain and defend, in its corporate name.

(d) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(e) To purchase, take by gift, devise or bequest, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(f) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(g) To lend money to its employees, officers and directors and otherwise assist them.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, stock, securities or other interests in, or obligations of, other domestic or foreign corporations organized for any purpose, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof; and to guarantee the payment of any bonds or other obligations of any other domestic or foreign corporation for any purpose.

(i) To make contracts and incur liabilities, borrow money at such rates as the corporation may determine, issue its bonds, notes and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payments of funds so loaned and invested.

(k) To conduct its business, carry on its operations, hold property, have offices and exercise the powers granted by this Act in any part of the world.

(l) To elect or appoint officers and agents of the corporation, define their duties and fix their compensation.

(m) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of its affairs of the corporation.

(n) To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any claim, action, suit or proceeding against him by reason of being or having been such director or officer, as more fully set forth in Article X.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock purchase plans, and other

incentive plans for its directors, officers and employees.

(p) To insure the life of any director, officer, agent or employee and to continue such insurance after the relationship terminates, and no such director, officer, agent or employee shall be deemed disqualified by interest from acting in respect thereof.

(q) To cease its corporate activities and surrender its corporate franchise.

(r) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(s) To engage in any and all other acts authorized under the laws of the Commonwealth of Virginia or under the general laws governing corporations.

ARTICLE IV

(a) The Corporation shall be authorized to issue two (2) classes of stock. The number of shares of each class of stock which the corporation shall have the authority to issue and the par value per share shall be as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock-Class A	15,000	\$1.00
Common Stock-Class B	10,000	\$1.00

(b) Common Stock - Class A: The holders of Class A Common Stock shall have all the rights of stockholders as provided in the laws of the Commonwealth of Virginia.

(c) Common Stock - Class B: The holders of Class B Common Stock shall have all the rights of a stockholder as provided in the laws of the Commonwealth of Virginia except the right to vote.

ARTICLE V

The initial Board of Directors of the Corporation shall consist of the following individuals:

D. Michael Keenan

1135 Belleview Road
McLean, Virginia 22102

Todd J. Vecchio

1936A Villaridge Drive
Reston, Virginia 20191

ARTICLE VI

The period for the duration of the corporation is unlimited.

ARTICLE VII

No shareholder shall at any time have preemptive rights in the stock of the corporation.

ARTICLE VIII

No director of the corporation shall have personal liability to the corporation or its shareholders for damages for any breach of duty in such capacity, provided that the foregoing shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to him or her establishes that his or her actions or omissions involve willful misconduct or a knowing violation of the criminal law. No amendment to or repeal of this Article shall apply to, or have any effect on, the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Virginia Stock Corporation Act

is hereafter amended to expand or limit the liability of a director, then the liability of a director of the corporation shall be expanded to the extent required or limited to the extent permitted by the Virginia Stock Corporation Act, as so amended.

ARTICLE IX

All matters pertaining to shareholder approval, pursuant to the provisions of the Virginia Stock Corporation Act, shall be approved by a vote of a majority of all shares entitled to be cast by any voting group entitled to vote at a meeting at which a quorum of that voting group exists.

ARTICLE X

(a) The corporation shall indemnify any person who was or is a party or a witness in or is threatened to be made a party to any pending, threatened or completed civil, criminal, administrative or arbitratve action, suit or proceeding, and any appeal therein or any inquiry or investigation which could lead to such action, suit or proceeding ("proceeding") by reason of the fact that such person is or was a director or officer of the corporation or, while a director or officer of the corporation, is serving or was serving at the request of the corporation as director, officer, trustee, employee or agent of another foreign or domestic corporation, or of any partnership, joint venture, sole proprietorship, employee benefit plan, trust, or other enterprise, whether or not for profit, to the fullest extent permitted by the Virginia Stock Corporation Act.

(b) Any determination as to the right of any person to indemnification shall be by a vote of the Board of Directors of the corporation, regardless of whether the persons voting thereon are parties to or threatened to be made parties to the proceeding or otherwise interested in the outcome of the proceeding.

(c) The corporation shall pay for or reimburse reasonable expenses incurred in advance of a final disposition of a proceeding if an indemnified person furnishes to the corporation a written statement that he or she believes in good faith that his or her conduct was not willful nor a knowing violation of the criminal law and he or she furnishes to the corporation a written undertaking to repay the advance if his or her conduct is found to have been willful or knowing violation of the criminal law. The undertaking shall be an unlimited general obligation of the indemnified person, need not be secured and may be accepted by the corporation without reference to the financial ability to make repayment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of September, 1998.


D. Michael Keenan, Incorporator


Todd J. Vecchio, Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

September 22, 1998

The State Corporation Commission has found the accompanying
articles submitted on behalf of

GLOBAL INTERNETWORKING, INC.

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of
incorporation in the Office of the Clerk of the Commission,
effective September 22, 1998.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIS20423
98-09-21-0013



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 27, 2002

6242-046-4

CORPORATION GUARANTEE & TRUST CO
TERESA MAGEE
2 GREENWOOD SQUARE #110
BENSALEM PA 19020

RE GLOBAL INTERNETWORKING, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

6242-046-4
SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

AUG 27 2002

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 8/27/02

License Fee \$

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Approved: \$100.00

1. (a) CORPORATE NAME: GLOBAL INTERNETWORKING, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

0021245596

2. (a) State or Country of Incorporation: VIRGINIA

3102/0217 51 001 Page 1 of 2

2002-11-12 14:41:04

(b) Date of Incorporation: 9/22/1998

Cook County Recorder 26.00

(c) Period of Duration: PERPETUAL



0021245596

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

8605 Westwood Center Drive, Suite 300

NONE

Vienna, VA 22182

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CORPORATION SERVICE COMPANY

First Name

Middle Name

Last Name

Registered Office 422 NORTH NORTHWEST HIGHWAY

Number

Street

Suite #

PARK RIDGE, IL 60068

COOK COUNTY

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
CA, IN, NJ, NY, OH, PA, TX

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	D. MICHAEL KEENAN - 1135 BELVIEW ROAD, MCLEAN, VA	22102		
Secretary	D. MICHAEL KEENAN - 1135 BELVIEW ROAD, MCLEAN, VA	22102		
Director	D. MICHAEL KEENAN - 1135 BELVIEW ROAD, MCLEAN, VA	22102		
Director	TODD J. VECCHIO - 1936A VILLA RIDGE DRIVE, RESTON, VA	20191		
Director				

If more than 3, attach list

SV
P
N

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

RESALE OF TELECOMMUNICATION SERVICES

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON CLASS A	-	\$1.00	9,000,000	1,825,000
COMMON CLASS B	-	\$1.00	1,000,000	0

9. Paid-in Capital: \$ 1,825,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year:

\$ 87,950.00

- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois:

\$ 0.00

- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:

\$ 5,000,000.00

- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:

\$ 10,000.00

11. Interrogatories: (Important - this section must be completed.)

Suite 300,
8605 Westwood Center
Dr.
Vienna, VA 22182

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
(b) Number of shares of all classes owned by residents of Illinois: -0-
(c) Number of shares of all classes owned by non-residents of Illinois: 1,825,000
(d) Is the corporation transacting business in this state at this time? No
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated Sept 27, 2001
(Month & Day) (Year)

GLOBAL INTERNETWORKING, INC.

(Exact Name of Corporation)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)
D Michael KEENAN Secy
(Type or Print Name and Title)

by [Signature]
(Signature of President or Vice President)
D Michael KEENAN Pres
(Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).